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CORPORATION(S) NAME

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IER Acquisition, Inc

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| <input type="checkbox"/> NonProfit | | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE INSTITUTE FOR ECONOMETRIC RESEARCH, INCORPORATED, a FL
corp., 385781

INTO

IER ACQUISITION INC., a Delaware corporation not qualified in Florida.

File date: May 22, 1998

Corporate Specialist: Susan Payne

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
FOR THE MERGER OF
THE INSTITUTE FOR ECONOMETRIC RESEARCH, INCORPORATED
INTO
IER ACQUISITION INC.
UNDER
SECTION 607.1107 OF THE FLORIDA BUSINESS CORPORATION ACT

The undersigned corporations DO HEREBY CERTIFY THAT:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are incorporated are as follows:

| <u>Name</u> | <u>State</u> |
|--|--------------|
| The Institute For Econometric Research, Incorporated (the "Institute") | Florida |
| IER Acquisition Inc. ("IER Acquisition") | Delaware |

SECOND: The laws of the state under which IER Acquisition is incorporated permit such merger and IER Acquisition is complying with those laws in effecting the merger.

THIRD: IER Acquisition, a foreign corporation, shall be the surviving corporation and as such is complying (as set forth below) with Section 607.1105 of the Florida Business Corporation Act and the Institute, a domestic corporation, is complying with the applicable provisions of Section 607.1101 through 607.1104 of the Florida Business Corporation Act.

FOURTH: The plan of merger is as follows:

(1) The Institute will be merged with and into IER Acquisition, with IER Acquisition as the surviving corporation.

(2) The terms and conditions of the merger contemplated herein are that, effective upon the merger, each share of common stock of the Institute shall be canceled and no longer outstanding and no securities or money or other property shall be issued in exchange therefor. The shares of capital stock of IER Acquisition shall not be affected by the merger.

(3) The certificate of incorporation of IER Acquisition shall be the certificate of incorporation of the surviving corporation; except that the name of the surviving corporation shall be "The Institute For Econometric Research, Incorporated".

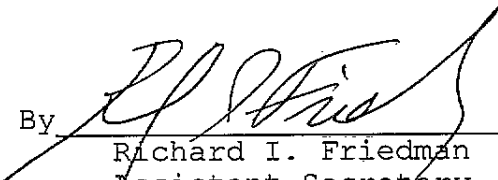
FIFTH: The effective date (the "Effective Date") of the merger shall be the day on which these Articles of Merger are filed.

SIXTH: The plan of merger was adopted by written consent of each of the Board of Directors and the Sole Stockholder of the Institute as of May 21, 1998 and by written consent of each of the Board of Directors and the Sole Stockholder of IER Acquisition as of May 21, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been
signed as of the 21st day of May, 1998.

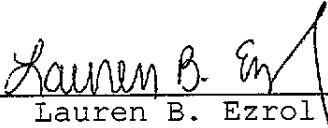
THE INSTITUTE FOR ECONOMETRIC
RESEARCH, INCORPORATED

By


Richard I. Friedman
Assistant Secretary

IER ACQUISITION INC.

By


Lauren B. Ezrol
Assistant Secretary

**AGREEMENT AND PLAN OF MERGER
FOR THE MERGER OF
THE INSTITUTE FOR ECONOMETRIC RESEARCH, INCORPORATED
WITH AND INTO
IER ACQUISITION INC.
UNDER SECTION 252 OF THE GENERAL CORPORATION LAW OF DELAWARE
AND
SECTION 607.1107 OF THE FLORIDA BUSINESS CORPORATION ACT**

FIRST: The name and state of each of the constituent corporations to the merger are as follows: The Institute For Econometric Research, Incorporated, a Florida corporation (the "Institute") and IER Acquisition Inc., a Delaware corporation ("IER Acquisition"). Upon the Effective Date (as defined below), the Institute shall be merged with and into IER Acquisition, with IER Acquisition as the surviving corporation. The surviving corporation shall change its name to: The Institute For Econometric Research, Incorporated.

SECOND: The designation of the only class of outstanding shares of the Institute is Common Stock, par value \$1.00. The total number of such shares outstanding is 500 shares. The designation of the only class of outstanding shares of IER Acquisition is Common Stock, par value \$.01. The total number of such shares outstanding is 100 shares.

THIRD: The terms and conditions of the merger contemplated herein are that, effective upon the merger, each share of Common Stock of the Institute shall be canceled and no longer outstanding and no securities or money or other property shall be issued in exchange therefor. The shares of Common Stock of IER Acquisition shall not be affected by the merger. The effects of the merger as of the Effective Date shall be as provided under the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

FOURTH: The Merger shall not become effective until, and shall become effective upon, the filing of a Certificate of Merger with the Secretary of State of the State of Delaware, or at such later time or date as may be set forth in such a Certificate of Merger (such date, the "Effective Date").

FIFTH: From time to time, as and when requested by IER Acquisition as the surviving corporation or by its successors or assigns, to the extent permitted by law, the

last acting officers and directors of the Institute, or the officers and directors of IER Acquisition, are hereby fully authorized, in the name of the Institute (or otherwise), to execute and deliver any and all deeds, assignments, confirmations and other instruments and to take or cause to be taken all such other instruments and to take or cause to be taken all such other and further actions as IER Acquisition, as the surviving corporation, may deem necessary or appropriate in order more fully to vest, perfect, confirm in or assure IER Acquisition title to, and possession of, all the property, interests, assets, rights, privileges, powers and franchises of the Institute as of the Effective Date, or otherwise to carry out the provisions of this Agreement of Merger.

SIXTH: The Certificate of Incorporation of IER Acquisition shall continue in force as the certificate of incorporation of the surviving corporation, until its due alteration or amendment in accordance with its provisions and with applicable law, except that it shall reflect the change of name stated in paragraph FIRST above.

SEVENTH: The By-Laws of IER Acquisition in effect as of the Effective Date shall continue in force as the By-Laws of the surviving corporation, until their due alteration, amendment, or repeal in accordance with their provisions, with the Certificate of Incorporation and with applicable law.

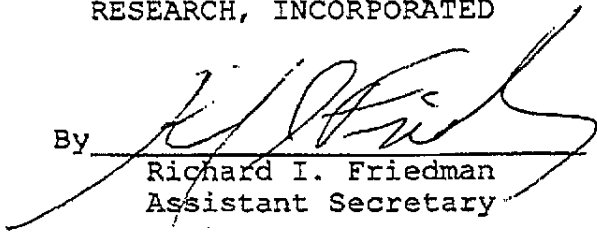
EIGHTH: The directors and officers of IER Acquisition shall be the directors and officers of the surviving corporation as of the Effective Date, each to hold office until his or her successor has been elected and qualified or until otherwise provided by law.

NINTH: This Agreement of Merger may be terminated by action of the Board of Directors of IER Acquisition or the Institute at any time before the Effective Date. In the event of such termination, this Agreement of Merger shall become wholly void and of no effect. This Agreement of Merger may, to the fullest extent permitted by law, be amended or modified at any time prior to the Effective Date by action of the Board of Directors of IER Acquisition and the Institute.

IN WITNESS WHEREOF, this Agreement of Merger has been signed on behalf of each of IER Acquisition and the Institute by its duly authorized officer, as of the 21st day of May, 1998.

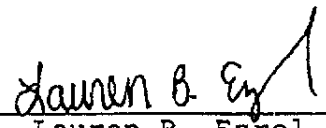
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